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Edwin Mecabe
Managing Director
Corporate Actions & Market Watch



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Washington, DC 20549

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Chief, Information Technology
Securities and Exchange Commission
Division of Corporation Finance
100 F Street, NE MS 3040
Washington, DC 20549

To whom it may concern:

The New York Stock Exchange certifies approval for listing and registration under the Securities Exchange Act of 1934, WEBSTER FINANCIAL CORPORATION, Depositary Shares, Each Representing 1/1000th Interest in a Share of 6.40% Series E Non-Cumulative Perpetual Preferred Stock, and requests immediate acceleration of registration. Adequate distribution assured. Form 8-A received on December 4, 2012. Tentative listing date – December 6, 2012.

Sincerely,